

EXHIBIT H

As filed with the Securities and Exchange Commission on November 6, 2015.

SEC File No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MGT CAPITAL INVESTMENTS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

6794
(Primary Standard Industrial Classification Code Number)

13-4148725
(I.R.S. Employer Identification Number)

500 Mamaroneck Avenue
Suite 204
Harrison, NY 10528 USA
914-630-7431

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Vcorp Services, LLC
1811 Silverside Road
Wilmington, DE 19810
New Castle County
888-528-2677

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Jay Kaplowitz, Esq.
Avital Even-Shoshan, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, New York 10006
Telephone: (212) 930-9700

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth certain information regarding beneficial ownership and voting power of the Common stock as of November 4, 2015, of:

- Each person serving as a director, a nominee for director, or executive officer of the Company;
- All executive officers and directors of the Company as a group; and
- All persons who, to our knowledge, beneficially own more than five percent of the common stock or Series A Preferred stock.

“Beneficial ownership” here means direct or indirect voting or investment power over outstanding stock and stock which a person has the right to acquire now or within 60 days after November 4, 2015. See the accompanying footnotes to the tables below for more detailed explanations of the holdings. Except as noted, to our knowledge, the persons named in the tables beneficially own and have sole voting and investment power over all shares listed

Each share of Common stock has one vote per share of Common stock held and each share of Series A Preferred stock has one vote per share of Series A Preferred stock held.

The following table sets forth certain information regarding beneficial ownership of Common stock as of November 4, 2015:

- Each person known by the Company to be the beneficial owner of more than 5% of the outstanding Common stock;
- Each person serving as a director, a nominee for director, or executive officer of the Company; and
- All executive officers and directors of the Company as a group.

Percentage beneficially owned is based upon 17,199,655 shares of Common stock issued and outstanding as of November 4, 2015.

	<u>Numbers of shares beneficially owned</u>	<u>Percentage of Common equity beneficially owned</u>
Directors and officers: (1)		
Robert B. Ladd (2)	985,471	6%
Robert P. Traversa	281,616	2%
Joshua Silverman (3)(4)(5)	1,339,096	8%
H. Robert Holmes	88,819	*
Michael Onghai	44,545	*
Total current officers and directors as a group (4 persons):	<u>2,739,547</u>	<u>16%</u>

* Less than 1%

(1) Unless otherwise noted, the addresses for the above persons are care of the Company at 500 Mamaroneck Avenue, Suite 204, Harrison, NY 10528.

(2) Mr. Ladd owns 363,000 shares of Common stock directly. Mr. Ladd may also be deemed to be the beneficial owner of an additional 622,471 shares of Common stock held by Laddcap Value Partners III LLC, a Delaware limited liability company (“Laddcap”), by virtue of his ability to vote or control the vote or dispose or control the disposition of the shares of Common stock held by Laddcap through his position as Managing Member of Laddcap.

(3) As reported on Amendment Number 4 to the Schedule 13D filed by, among others, Iroquois Capital Management, LLC (“Iroquois”), Iroquois Master Fund Ltd. and Mr. Silverman with the SEC on October 2, 2014, Mr. Silverman is a managing member of Iroquois and Iroquois Master Fund Ltd. Iroquois Master Fund Ltd. directly owns 1,339,096 shares of Common stock. Iroquois is the investment advisor to Iroquois Master Fund Ltd. As a managing member of Iroquois, Mr. Silverman may be deemed the beneficial owner of the 1,339,096 shares of Common stock owned by Iroquois Master Fund Ltd.

(4) Excluded from Iroquois Master Fund, Ltd.’s beneficial ownership is 9,221 shares of Common Stock issuable upon conversion of shares of Series A Convertible Preferred Stock held by Iroquois Master Fund, Ltd. and 437,500 shares of Common Stock issuable upon the exercise of warrants, both of which are subject to a conversion cap that precludes Iroquois Master Fund, Ltd. from converting or exercising the Series A Convertible Preferred Stock and warrants, respectively, to the extent that Iroquois Master Fund, Ltd. would, after such conversion or exercise, beneficially own (as determined in accordance with Section 13(d) of the Exchange Act) in excess of 9.99% of the shares of Common Stock outstanding (the “Conversion Cap”). Because Iroquois Master Fund, Ltd. has exceeded the Conversion Cap, it cannot convert or exercise its rights under the Series A Convertible Preferred Stock or warrants, respectively, within 60 days hereof and thus is not deemed to beneficially own those shares of Common Stock underlying the Preferred Stock and warrants. Also excluded are 600,000 shares of common stock underlying warrants that are not exercisable to the extent an exercise by the holder would result in the holder’s beneficial ownership of the Company exceeding 4.99% of the issued and outstanding common stock. The holder’s ownership has been so limited.

(5) Mr. Silverman’s address is 205 East 42nd St- 20th Fl., New York, New York 10017.

	<u>Numbers of shares beneficially owned</u>	<u>Percentage of Common equity beneficially owned</u>
5% beneficial owners:		
Iroquois Capital Management, LLC (1)(2)	1,339,096	8%
Barry Honig (3)	1,133,611	7%
Total 5% beneficial owners:	2,472,707	14%

(1) As reported on Amendment Number 4 to the Schedule 13D filed by, among others, Iroquois, Iroquois Master Fund Ltd. and Joshua Silverman with the SEC on October 2, 2014, Iroquois directly owns 48,378 shares of Common Stock and Iroquois Master Fund Ltd. directly owns 990,358 shares of Common Stock. Iroquois is the investment advisor to Iroquois Master Fund Ltd., such that Iroquois may be deemed the beneficial owner of the 990,358 shares of Common Stock owned by Iroquois Master Fund Ltd.

(2) Excluded from Iroquois Master Fund, Ltd.’s beneficial ownership is 9,221 shares of Common Stock issuable upon conversion of shares of Series A Convertible Preferred Stock held by Iroquois Master Fund, Ltd. and 437,500 shares of Common Stock issuable upon the exercise of warrants, both of which are subject to a conversion cap that precludes Iroquois Master Fund, Ltd. from converting or exercising the Series A Convertible Preferred Stock and warrants, respectively, to the extent that Iroquois Master Fund, Ltd. would, after such conversion or exercise, beneficially own (as determined in accordance with Section 13(d) of the Exchange Act) in excess of the Conversion Cap. Because Iroquois Master Fund, Ltd. has exceeded the Conversion Cap, it cannot convert or exercise its rights under the Series A Convertible Preferred Stock or warrants, respectively, within 60 days hereof and thus is not deemed to beneficially own those shares of Common Stock underlying the Preferred Stock and warrants. Also excluded are 600,000 shares of common stock underlying warrants that are (i) subject to the Warrant Exercise Cap and (ii) are also not exercisable to the extent an exercise by the holder would result in the holder’s beneficial ownership of the Company exceeding 4.99% of the issued and outstanding common stock. The holder’s ownership has been so limited.

(3) As reported on the Schedule 13G filed by Barry Honig, GRQ Consultants, Inc. 401K, for which Mr. Honig is Trustee and over which he holds voting and dispositive power, and GRQ Consultants, Inc. Roth 401K FBO Barry Honig, for which Mr. Honig is Trustee and over which he holds voting and dispositive power, GRQ Consultants, Inc. 401K directly holds 333,611 shares of common stock and GRQ Consultants, Inc. Roth 401K FBO Barry Honig directly holds 800,000 shares of common stock. Excludes 1,600,000 shares of common stock issuable upon exercise of outstanding warrants held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig. The warrants are (i) subject to the Warrant Exercise Cap and (ii) not exercisable to the extent an exercise by the holder would result in the holder's beneficial ownership of the Company exceeding 4.99% of the issued and outstanding Common Stock. The holder's ownership has been so limited. Mr. Honig's address is 555 South Federal Highway, #450, Boca Raton, FL 33432.

SELLING STOCKHOLDERS

Up to 8,400,000 shares of common stock are being offered by this prospectus, all of which are being registered for sale for the account of the selling stockholders and include the following:

- 2,800,000 shares of common stock issued in our October 8, 2015 private placement; and
- 5,600,000 shares of common stock underlying warrants issued in our October 8, 2015 private placement.

Each of the transactions by which the selling stockholders acquired their securities from us was exempt under the registration provisions of the Securities Act. The Company has undertaken to register the shares and shares underlying the warrants within 30 days following the closing of the private placement and to use its best efforts to have the registration statement declared effective 60 days from the filing date.

The 8,400,000 shares of common stock referred to above are being registered to permit public sales of the shares, and the selling stockholders may offer the shares for resale from time to time pursuant to this prospectus. The selling stockholders may also sell, transfer or otherwise dispose of all or a portion of their shares in transactions exempt from the registration requirements of the Securities Act or pursuant to another effective registration statement covering those shares. We may from time to time include additional selling stockholders in supplements or amendments to this prospectus.

The table below sets forth certain information regarding the selling stockholders and the shares of our common stock offered by them in this prospectus. The selling stockholders have not had a material relationship with us within the past three years other than as described above, in the footnotes to the table below or as a result of acquisition of other of our securities. None of the selling stockholders is a broker dealer or an affiliate of a broker dealer other than as described in the footnotes to the table below.

Prior to receipt of shareholder approval, the warrants in the aggregate shall not be exercisable into more than 40,000 shares of common stock (the "Warrant Exercise Cap"). In order to permit the full exercise of the warrants in accordance with applicable listing rules of the NYSE MKT, the Company agreed to hold a special meeting of shareholders (which may also be at the annual meeting of shareholders) for the purpose of obtaining shareholder approval for removal of the Warrant Exercise Cap, with the recommendation of the Company's Board of Directors that such proposal be approved. Our director Joshua Silverman, who may be deemed to have voting and dispositive control over shares of the Company held by Iroquois Master Fund Ltd., executed a voting agreement agreeing to vote his shares to remove Warrant Exercise Cap.

Beneficial ownership is determined in accordance with the rules of the SEC. The selling stockholders' percentage of ownership of our outstanding shares in the table below is based upon 17,199,655 shares of common stock outstanding as of November 4, 2015.

Name of Selling Stockholder	Common Stock Beneficially Owned Prior to the Offering (1)	Common Stock Covered by this Prospectus	Common Stock Owned Upon Completion of this Offering (1)(2)	Percentage of Common Stock Owned Upon Completion of this Offering (1)(3)
Grander Holdings, Inc. 401K (4)	400,000 (5)	1,200,000 (6)	*	*%
LFR Trust LLC (7)	200,000 (8)	600,000 (9)	*	*%
Iroquois Master Fund Ltd. (10)	1,339,096 (11)	900,000 (12)	1,039,096 (11)	6%
GRQ Consultants, Inc. Roth 401K FBO Barry Honig (13)	1,133,611 (14)	2,400,000 (15)	333,611 (16)	1.9%
Melechdavid, Inc. (17)	600,000 (18)	1,800,000 (19)	*	*%
Stetson Capital Investments (20)	250,000 (21)	750,000 (22)	*	*%
ATG Capital LLC (23)	250,000 (24)	750,000 (25)	*	*%

* represents less than 1%.

- (1) Under applicable SEC rules, a person is deemed to beneficially own securities which the person has the right to acquire within 60 days through the exercise of any option or warrant or through the conversion of a convertible security. Also under applicable SEC rules, a person is deemed to be the "beneficial owner" of a security with regard to which the person directly or indirectly, has or shares (a) voting power, which includes the power to vote or direct the voting of the security, or (b) investment power, which includes the power to dispose, or direct the disposition, of the security, in each case, irrespective of the person's economic interest in the security. Each listed selling stockholder has the sole investment and voting power with respect to all shares of common stock shown as beneficially owned by such selling stockholder, except as otherwise indicated in the footnotes to the table.
- (2) Represents the amount of shares that will be held by the selling stockholders after completion of this offering based on the assumptions that (a) the Warrant Exercise Cap has been removed, (b) all shares registered for sale by the registration statement of which this prospectus is part will be sold and (c) that no other shares of our common stock beneficially owned by the selling stockholders are acquired or are sold prior to completion of this offering by the selling stockholders.
- (3) In determining the percent of common stock beneficially owned by a selling stockholder following the offering, (a) the numerator is the number of shares of common stock beneficially owned by such selling stockholder (including shares that he has the right to acquire within 60 days of November 4, 2015), and (b) the denominator is the sum of (i) the 17,199,655 shares outstanding after offering based upon 17,199,655 shares of common stock outstanding on November 4, 2015 and (ii) the number of shares of common stock which such selling stockholders has the right to acquire within 60 days of November 4, 2015 after offering.
- (4) Michael Brauser is the trustee of Grander Holdings, Inc. 401K and holds voting and dispositive power over shares held by Grander Holdings, Inc. 401K.
- (5) Excludes 800,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.

- (6) Includes 800,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (7) KC Langston is the trustee of LFR Trust LLC and holds voting and dispositive power over shares held by LFR Trust LLC.
- (8) Excludes 400,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (9) Includes 400,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (10) Iroquois Capital Management LLC (“Iroquois Capital”) is the investment manager of Iroquois Master Fund Ltd. (“IMF”). Consequently, Iroquois Capital has voting control and investment discretion over securities held by IMF. As managing members of Iroquois Capital, Joshua Silverman and Richard Abbe make voting and investment decisions on behalf of Iroquois Capital in its capacity as investment manager to IMF. As a result of the foregoing, Mr. Silverman and Mr. Abbe may be deemed to have beneficial ownership (as determined under Section 13 (d) of the Securities Exchange of 1934, as amended) of these securities held by IMF .
- (11) As reported on Amendment Number 4 to the Schedule 13D filed by, among others, Iroquois, Iroquois Master Fund Ltd. and Joshua Silverman with the SEC on October 2, 2014, Iroquois directly owns 48,378 shares of Common Stock and Iroquois Master Fund Ltd. directly owns 990,358 shares of Common Stock. Iroquois is the investment advisor to Iroquois Master Fund Ltd., such that Iroquois may be deemed the beneficial owner of the 990,358 shares of Common Stock owned by Iroquois Master Fund Ltd. Excluded from Iroquois Master Fund, Ltd.’s beneficial ownership is 9,221 shares of Common Stock issuable upon conversion of shares of Series A Convertible Preferred Stock held by Iroquois Master Fund, Ltd. and 437,500 shares of Common Stock issuable upon the exercise of warrants, both of which are subject to a conversion cap that precludes Iroquois Master Fund, Ltd. from converting or exercising the Series A Convertible Preferred Stock and warrants, respectively, to the extent that Iroquois Master Fund, Ltd. would, after such conversion or exercise, beneficially own (as determined in accordance with Section 13(d) of the Exchange Act) in excess of the Conversion Cap. Because Iroquois Master Fund, Ltd. has exceeded the Conversion Cap, it cannot convert or exercise its rights under the Series A Convertible Preferred Stock or warrants, respectively, within 60 days hereof and thus is not deemed to beneficially own those shares of Common Stock underlying the Preferred Stock and warrants. Also excluded are 600,000 shares of common stock underlying warrants that are (i) subject to the Warrant Exercise Cap and (ii) are not exercisable to the extent an exercise by the holder would result in the holder’s beneficial ownership of the Company exceeding 4.99% of the issued and outstanding common stock. The holder’s ownership has been so limited.
- (12) Includes 600,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (13) Barry Honig is the trustee of GRQ Consultants, Inc. Roth 401K FBO Barry Honig and holds voting and dispositive power over shares held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig.
- (14) As reported on the Schedule 13G filed by Barry Honig, GRQ Consultants, Inc. 401K, for which Mr. Honig is Trustee and over which he holds voting and dispositive power, and GRQ Consultants, Inc. Roth 401K FBO Barry Honig, for which Mr. Honig is Trustee and over which he holds voting and dispositive power, GRQ Consultants, Inc. 401K directly holds 333,611 shares of common stock and GRQ Consultants, Inc. Roth 401K FBO Barry Honig directly holds 800,000 shares of common stock. Excludes 1,600,000 shares of common stock issuable upon exercise of outstanding warrants the held by GRQ Consultants, Inc. Roth 401K FBO Barry Honig. The warrants are (i) subject to the Warrant Exercise Cap and (ii) not exercisable to the extent an exercise by the holder would result in the holder’s beneficial ownership of the Company exceeding 4.99% of the issued and outstanding Common Stock. The holder’s ownership has been so limited. Mr. Honig’s address is 555 South Federal Highway, #450, Boca Raton, FL 33432.
- (15) Includes 1,600,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (16) Includes 333,611 shares of common stock held by GRQ Consultants, Inc. 401K.
- (17) Mark Groussman is the president of Melechdavid Inc. and holds voting and dispositive power over shares held by Melechdavid Inc.
- (18) Excludes 1,200,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.

- (19) Includes 1,200,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (20) John Stetson is the president of Stetson Capital Investments Inc. and holds voting and dispositive power over shares held by Stetson Capital Investments Inc.
- (21) Excludes 500,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (22) Includes 500,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (23) John O'Rourke is the manager of ATC Capital LLC and holds voting and dispositive power over shares held by ATC Capital LLC.
- (24) Excludes 500,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.
- (25) Includes 500,000 shares of common stock issuable upon exercise of warrants that are subject to the Warrant Exercise Cap.

DESCRIPTION OF SECURITIES

We have authorized capital stock consisting of 75,000,000 shares of common stock and 10,000,000 shares of preferred stock.

Common Stock

The holders of common stock are entitled to one vote per share. Our certificate of incorporation does not provide for cumulative voting. The holders of our common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of legally available funds. Upon liquidation, dissolution or winding-up, the holders of our common stock are entitled to share ratably in all assets that are legally available for distribution. The holders of our common stock have no preemptive, subscription, redemption or conversion rights. The rights, preferences and privileges of holders of our common stock are subject to, and may be adversely affected by, the rights of the holders of any series of preferred stock, which may be designated solely by action of the Board of Directors and issued in the future. Our common stock is listed and traded on the NYSE MKT exchange under the symbol "MGT"

Preferred Stock

The shares of Preferred Stock may be divided and issued from time to time in one or more classes and/or series within any class or classes as may be determined by the Board of Directors of the corporation, each such class or series to be distinctly designated and to consist of the number of shares determined by the Board of Directors. The Board of Directors of the corporation is hereby expressly vested with authority to adopt resolutions with respect to any unissued and/or treasury shares of Preferred Stock to issue the shares, to fix the number of shares constituting any class or series, and to provide for the voting powers, designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions, if any, of Preferred Stock, and each class or series thereof, in each case without approval of the stockholders. The authority of the Board of Directors with respect to each class or series of Preferred Stock shall include, without limiting the generality of the foregoing, the determination of the following:

- (1) The number of shares constituting that class or series and the distinctive designation of that class or series;
- (2) The dividend rate on the shares of that class or series, whether dividends shall be cumulative, and, if so, from which date or dates;
- (3) Whether that class or series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;